

CAPITAL CONNECTION, INC.

17 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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*Crest Manor Assisted
Living LLC*

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****155.00 ****155.00

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☒ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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02 SEP 27 AM 11:20

02 SEP 27 PM 11:35

9/27/02

Signature _____

Requested by: *AW*

Name _____

Date *9/27*

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF ORGANIZATION
OF
CREST MANOR ASSISTED LIVING, L.C.**

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the AAct@), hereby form a Florida limited liability company (the ALimited Liability Company@) pursuant to the Act and hereby set forth the following Articles of Organization (these AArticles@):

1. Name.

The name of the Limited Liability Company is: **CREST MANOR ASSISTED LIVING, L.C.**

2. Commencement Date and Duration.

The Limited Liability Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members or managers in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Limited Liability Company shall be dissolved on the happening of any of the following events:

A. Expiration of the term specified above;

B. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or the expulsion of any member, unless the business of this Limited Liability Company is continued by the consent of all of the remaining members.

C. Unanimous written consent of all of the members; and

D. Unanimous written consent of all of the managers.

3. Purpose.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida, including but not limited to the purchase and operation of a yacht and country club. The Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address of Place of Business.

The address of the principal place of business in Florida, and the mailing address, for the Limited Liability Company is:

2151 N.E. Coachman Road
Clearwater, FL 33765

5. Registered Agent.

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

David B. Thomas
2151 N.E. Coachman Road
Clearwater, FL 33765

6. Capital Contributions.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Hundred Dollars (\$100.00) in cash and no other property is being contributed to the Limited Liability Company.

7. Additional Contributions.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: no total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

8. Additional Members.

Members may admit additional members in accordance with the regulations as set out in the Limited Liability Company operating agreement.

9. Continuation of Business.

The members may, by unanimous written consent, continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

10. Management.

The Limited Liability Company is to be managed by a manager, or managers. The name and address of such manager who is to serve as manager until the first annual meeting of members or until their successor(s) is elected and qualified is as follows:

Bruce C. Baldwin
2151 N.E. Coachman road
Clearwater, FL 33765

The election annually by the members of Crest Manor Assisted Living, L.C., of the manager(s) of the Limited Liability Company shall be in accordance with the regulations as set out in the Limited Liability Company operating agreement.

11. Powers.

The Limited Liability Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

12. Regulations.

The managers are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of the Limited Liability Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

Executed at Clearwater, Pinellas County, Florida, on September 26, 2002



BRUCE C. BALDWIN, Authorized
Representative of Members

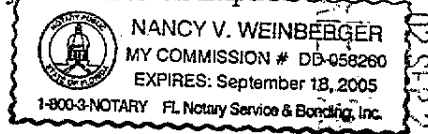
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared BRUCE C. BALDWIN, who executed the foregoing Articles of Organization, on behalf of the Limited Liability Company, to me well known and known to me, or who has produced his driver's license as identification, to be the person described in and who has executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed and who did take an oath.

WITNESS my hand and official seal this 26th day of September, 2002

Nancy V. Weinberger
Notary Public - State of Florida

My Commission Expires:




STATE OF FLORIDA
COUNTY OF PINELLAS

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of CREST MANOR ASSISTED LIVING, L.C., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statute Section 608.415, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder, and is herewith simultaneously designated as registered agent of CREST MANOR ASSISTED LIVING, L.C.

Executed this 26th day of September, 2002.


DAVID B. THOMAS, Registered Agent

CREST MANOR ASSISTED LIVING, L.C.

By: 
BRUCE C. BALDWIN, General Manager

02 SEP 27 PM 1:36
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF AUTHORIZED
REPRESENTATIVE OF MEMBERS
BRUCE C. BALDWIN
CREST MANOR ASSISTED LIVING, L.C.**

02 SEP 27 PM 1:33
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared BRUCE C. BALDWIN, who upon being duly sworn, deposes and says as follows:

1. I am a resident of Gulfport, Florida, am over 21 years of age, and have personal knowledge of the facts stated in this Affidavit.
2. CREST MANOR ASSISTED LIVING, L.C., a Florida limited liability company, (A Limited Liability Company) to be formed in accordance with FL. STAT. Ann. '608.401 *et seq.*
3. The Limited Liability Company will have 2 members upon its formation.
4. The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Hundred Dollars (\$100.00) in cash and no other property is being contributed to the Limited Liability Company as of the date of this affidavit.

FURTHER AFFIANT SAYETH NOT.

Bruce C. Baldwin

BRUCE C. BALDWIN, Authorized
Representative of Members

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared BRUCE C. BALDWIN, who executed the foregoing to me well known and known to me, or who has produced his driver's license as identification, to be the person described in and who has executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed and who did take an oath.

WITNESS my hand and official seal this 26th day of September, 2002.

Nancy V. Weinberger
Notary Public - State of Florida

My Commission Expires:

